

### Applicants' Conditions

Applicants agree that the order granting the requested relief will be subject to the following conditions:

1. The shares of the Money Market Funds sold to and redeemed from the Non-Money Market Funds will not be subject to a sales load, redemption fee or distribution fee under a plan adopted in accordance with rule 12b-1. To the extent that both a Money Market Fund and Non-Money Market Fund may charge a service fee (as defined in Rule 2830 of the NASD Conduct Rules), the Money Market Fund will waive its service fee with respect to shares purchased by a Non-Money Market Fund or the Adviser will waive its advisory fee for each Non-Money Market Fund in an amount that offsets the amount of the service fee incurred by the Non-Money Market Fund.

2. Before the next meeting of the board of trustees of the Non-Money Market Fund is held for the purpose of voting on an advisory contract under section 15 of the Act, the Adviser will provide the board of trustees with specific information regarding the approximate cost to the Adviser of, or portion of the advisory fee under the existing advisory contract attributable to, managing the Uninvested Cash of the Non-Money Market Fund that can be expected to be invested in the Money Market Funds. Before approving any advisory contract for a Non-Money Market Fund, the board of trustees, including a majority of the trustees who are not "interested persons," as defined in section 2(a)(19) of the Act, shall consider to what extent, if any, the advisory fees charged to the Non-Money Market Fund by the Adviser should be reduced to account for the reduced services provided to the Non-Money Market Fund by the Adviser as a result of Uninvested Cash being invested in the Money Market Funds. The Trust's minute books will record fully the board of trustees' consideration in approving the advisory contract, including the considerations relating to fees referred to above.

3. Each Non-Money Market Fund will invest Uninvested Cash in, and hold shares of, the Money Market Funds only to the extent that the Non-Money Market Fund's aggregate investment in the Money Market Funds does not exceed 25% of the Non-Money Market Fund's total assets. For purposes of this limitation, each Non-Money Market Fund or series thereof will be treated as a separate investment company.

4. Investment in shares of the Money Market Funds will be in accordance with each Non-Money Market Fund's

investment restrictions, and will be consistent with each Non-Money Market Fund's policies as set forth in its prospectus and statement of additional information.

5. The Non-Money Market Funds, the Money Market Funds, and any future Fund that may rely on the order shall be advised by the Adviser or a person controlling, controlled by or under common control with the Adviser.

6. No Money Market Fund shall acquire securities of any other investment company in excess of the limits contained in section 12(d)(1)(A) of the Act.

For the SEC, by the Division of Investment Management, under delegated authority.

**Margaret H. McFarland,**

*Deputy Secretary.*

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### SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-26902]

#### Filings Under the Public Utility Holding Company Act of 1935, as Amended ("Act")

August 7, 1998.

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated under the Act. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendments is/are available for public inspection through the Commission's Office of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by September 1, 1998, to the Secretary, Securities and Exchange Commission, Washington, D.C. 20549, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or, in case of an attorney at law, by certificate) should be filed with the request. Any request for hearing should identify specifically the issues of fact or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After September 1, 1998, the application(s) and/or declaration(s), as

filed or as amended, may be granted and/or permitted to become effective.

#### Cinergy Corp. (70-8867)

Cinergy Corp. ("Cinergy"), 139 East Fourth Street, Cincinnati, Ohio 45202, a registered holding company, has filed a post-effective amendment to its application filed under sections 9(a) and 10 of the Act and rule 54 under the Act.

By order dated August 28, 1996 (HCAR No. 26562) ("1996 Order"), Cinergy was authorized to acquire, from time to time through December 31, 2002 ("Authorization Period"), up to a 20% limited partnership interest in Nth Power Technologies Fund I, L.P. ("Fund"), a California limited partnership formed to invest in privately held energy technology companies, for a total investment of \$10 million ("Original Investment Cap").

Cinergy now proposes to acquire an additional limited partnership interest for an additional investment of \$3,303,000. Over the term of the Authorization Period, Cinergy would hold a 26.5% limited partnership interest in the Fund for a total investment of \$13,303,000 ("Proposed Investment Cap").

Except to replace the Original Investment Cap with the Proposed Investment Cap, Cinergy states that it seeks no modifications to the terms and conditions of the 1996 Order. Cinergy's request arises from the default of one of the Fund's limited partners. The additional investment by Cinergy will be used to acquire a portion of the defaulted party's limited partnership interest.

For the Commission, by the Division of Investment Management, under delegated authority.

**Margaret H. McFarland,**

*Deputy Secretary.*

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### SECURITIES AND EXCHANGE COMMISSION

#### Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (ROHN Industries, Inc., Common Stock, \$.01 Par Value) File No. 1-8009

August 10, 1998.

ROHN Industries, Inc. ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to section 12(d) of the Securities Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the above specified security ("Security")